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**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

RICKY DUDLEY, Individually and On Behalf  
of All Others Similarly Situated,

Plaintiff,

-v-

CHRISTIAN W.E. HAUB, ERIC CLAUS,  
BRENDA M. GALGANO, RONALD  
MARSHALL, SAMUEL MARTIN, THE  
YUCAIPA COMPANIES LLC, RONALD  
BURKLE AND FREDERIC BRACE,

Defendants.

**DOCUMENT FILED  
ELECTRONICALLY**

Civil Action No: 2:11-cv-05196-WJM-MF

Honorable William J. Martini, U.S.D.J.  
Honorable Mark Falk, U.S.M.J.

**DECLARATION OF SHEILA A.  
SADIGHI IN SUPPORT OF MOTION TO  
DISMISS THE AMENDED COMPLAINT  
UNDER FED. R. CIV. P. (9)(b), FED. R.  
CIV. P. 12(b)(6), AND THE PRIVATE  
SECURITIES LITIGATION REFORM  
ACT OF 1995**

**SHEILA A. SADIGHI**, of full age, declares as follows:

1. I am a member of the law firm Lowenstein Sandler PC, located at 65 Livingston Avenue, Roseland, New Jersey 07068, counsel for Defendant Christian W.E. Haub in the above-referenced matter. I am fully familiar with the facts of this case and submit this Declaration in support of the motion submitted by Defendants Christian W.E. Haub, Eric Claus, Brenda M. Galgano, Ronald Marshall, Samuel Martin, and Frederic Brace (collectively, the "A&P Defendants") for an Order dismissing the Amended Complaint with prejudice pursuant to Federal Rules of Civil Procedure (9)(b) and 12(b)(6) and the Private Securities Litigation Reform Act of 1995 (the "Joint Motion").

2. Attached hereto as Appendix A is a summary chart prepared by counsel for the A&P Defendants for the convenience of the Court identifying statements of corporate optimism

alleged to be actionable in the Amended Complaint, and similar statements found by courts to be inactionable.

3. Attached hereto as Appendix B is a summary chart prepared by counsel for the A&P Defendants for the convenience of the Court identifying forward-looking statements alleged to be actionable in the Amended Complaint, and the cautionary language that accompanied the alleged misstatements.

4. Attached hereto as Exhibit 1 is a true and correct copy, without exhibits, of the Current Report on Form 8-K of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on December 3, 2007.

5. Attached hereto as Exhibit 2 is a true and correct copy, without exhibits, of the Quarterly Report on Form 10-Q for the Period Ended June 20, 2009 of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on July 23, 2009.

6. Attached hereto as Exhibit 3 is a true and correct copy of a press release, dated July 23, 2009, filed as exhibit 99.1 to the Current Report on Form 8-K of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on July 23, 2009.

7. Attached hereto as Exhibit 4 is a true and correct copy of a press release, dated August 4, 2009, filed as exhibit 99.1 to the Current Report on Form 8-K of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on August 4, 2009.

8. Attached hereto as Exhibit 5 is a true and correct copy, without exhibits, of the Amended Quarterly Report on Form 10-Q/A for the Period Ended September 12, 2009 of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on October 20, 2009.

9. Attached hereto as Exhibit 6 is a true and correct copy of a press release, dated October 20, 2009, filed as exhibit 99.1 to the Current Report on Form 8-K of The Great Atlantic

& Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on October 20, 2009.

10. Attached hereto as Exhibit 7 is a true and correct copy of the Final Transcript, prepared by Thomson Reuters' Thomson StreetEvents, of the October 20, 2009 The Great Atlantic & Pacific Tea Company, Inc. Earnings Conference Call concerning the Second Quarter of Fiscal 2009.

11. Attached hereto as Exhibit 8 is a true and correct copy, without exhibits, of the Quarterly Report on Form 10-Q for the Period Ended December 5, 2009 of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on January 12, 2010.

12. Attached hereto as Exhibit 9 is a true and correct copy of a press release, dated January 12, 2010, filed as exhibit 99.1 to the Current Report on Form 8-K of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on January 12, 2010.

13. Attached hereto as Exhibit 10 is a true and correct copy of the Final Transcript, prepared by Thomson Reuters' Thomson StreetEvents, of the January 12, 2010 The Great Atlantic & Pacific Tea Company, Inc. Earnings Conference Call concerning the Third Quarter of Fiscal 2009.

14. Attached hereto as Exhibit 11 is a true and correct copy of a press release, dated May 5, 2010, filed as exhibit 99.1 to the Current Report on Form 8-K of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on May 5, 2010.

15. Attached hereto as Exhibit 12 is a true and correct excerpt of the Annual Report on Form 10-K for the Fiscal Year Ended February 27, 2010 of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on May 6, 2010.

16. Attached hereto as Exhibit 12A is a true and correct copy of the Fiscal 2009 Annual Report to Stockholders attached as exhibit 13 to the Annual Report on Form 10-K for the

Fiscal Year Ended February 27, 2010 of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on May 6, 2010.

17. Attached hereto as Exhibit 13 is a true and correct copy of the Statement of Changes in Beneficial Ownership on Form 4 of Christian W.E. Haub, filed with the United States Securities and Exchange Commission on May 28, 2010.

18. Attached hereto as Exhibit 14 is a true and correct copy of the Schedule 13D of Tengelmann Warenhandelsgesellschaft KG, Tengelmann Verwaltungs-und Beteiligungs GmbH, Emil Capital Partners, LLC, Karl-Erivan W. Haub, Christian W.E. Haub and Erivan K. Haub, filed with the United States Securities and Exchange Commission on June 10, 2010.

19. Attached hereto as Exhibit 15 is a true and correct copy of the Statement of Changes in Beneficial Ownership on Form 4 of Frederic F. Brace, filed with the United States Securities and Exchange Commission on July 19, 2010.

20. Attached hereto as Exhibit 16 is a true and correct copy of a press release, dated July 23, 2010, filed as exhibit 99.1 to the Current Report on Form 8-K of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on July 23, 2010.

21. Attached hereto as Exhibit 17 is a true and correct copy of the Final Transcript, prepared by Thomson Reuters' Thomson StreetEvents, of the July 23, 2010 The Great Atlantic & Pacific Tea Company, Inc. Earnings Conference Call concerning the First Quarter of Fiscal 2010.

22. Attached hereto as Exhibit 18 is a true and correct copy, without exhibits, of the Quarterly Report on Form 10-Q for the Period Ended June 19, 2010 of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on July 29, 2010.

23. Attached hereto as Exhibit 19 is a true and correct copy of the Statement of Changes in Beneficial Ownership on Form 4 of Christian W.E. Haub, filed with the United States Securities and Exchange Commission on September 9, 2010.

24. Attached hereto as Exhibit 20 is a true and correct copy of the Statement of Changes in Beneficial Ownership on Form 4 of Frederic F. Brace, filed with the United States Securities and Exchange Commission on September 9, 2010.

25. Attached hereto as Exhibit 21 is a true and correct copy of the Statement of Changes in Beneficial Ownership on Form 4 of Frederic F. Brace, filed with the United States Securities and Exchange Commission on September 27, 2010.

26. Attached hereto as Exhibit 22 is a true and correct copy, without exhibits, of the Quarterly Report on Form 10-Q for the Period Ended September 11, 2010 of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on October 21, 2010.

27. Attached hereto as Exhibit 22A is a true and correct copy of the August 16, 2010 Frederic Brace Offer Letter attached as exhibit 10.4 to the Quarterly Report on Form 10-Q for the Period Ended September 11, 2010 of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on October 21, 2010.

28. Attached hereto as Exhibit 23 is a true and correct copy of a press release, dated October 21, 2010, filed as exhibit 99.1 to the Current Report on Form 8-K of The Great Atlantic & Pacific Tea Company, Inc., filed with the United States Securities and Exchange Commission on October 21, 2010.

29. Attached hereto as Exhibit 24 is a true and correct copy of the Final Transcript, prepared by Thomson Reuters' Thomson StreetEvents, of the October 22, 2010 The Great Atlantic & Pacific Tea Company, Inc. Earnings Conference Call concerning the Second Quarter of Fiscal 2010.

30. Attached hereto as Exhibit 25 is a true and correct copy of a press release, dated November 9, 2010, issued by The Great Atlantic & Pacific Tea Company, Inc.

31. Attached hereto as Exhibit 26 is a true and correct copy of a press release, dated December 12, 2010, issued by The Great Atlantic & Pacific Tea Company, Inc.

32. Attached hereto as Exhibit 27 is a true and correct copy, without exhibits, of a December 6, 2011 Order Authorizing Debtors [The Great Atlantic & Pacific Tea Company, Inc.,

*et al.]* to (A) Enter Into Certain Securities Purchase Agreements For a \$490 Million New Capital Investment and (B) Pay Certain Fees in Connection Therewith, Each to Support Debtors' Plan of Reorganization (the "December 6, 2011 Bankruptcy Order").

33. Attached hereto as Exhibit 27A is a true and correct excerpt of Schedule I to the Securities Purchase Agreement attached as exhibit 1 to the December 6, 2011 Bankruptcy Order. Redactions are in the original.

34. Attached hereto as Exhibit 28 is a true and correct excerpt of the Findings of Fact, Conclusions of Law, and Order Confirming the Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code, dated February 28, 2012.

35. Attached hereto as Exhibit 28A is a true and correct excerpt of the Debtors' First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code, dated February 17, 2012.

36. Attached hereto as Exhibit 29 is a true and correct copy of the Notice of Entry of Confirmation Order and Occurrence of Effective Date of the Debtors' First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code, dated March 13, 2012.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the above statements are true and correct.

**LOWENSTEIN SANDLER PC**  
*Attorneys for Defendant*  
*Christian W.E. Haub*

Dated: June 22, 2012

By: s/ Sheila A. Sadighi  
Sheila A. Sadighi